

# **EXHIBIT 1**

**ASSET SALE AND PURCHASE  
AGREEMENT  
BETWEEN  
THE PROCTER & GAMBLE COMPANY  
NOXELL CORPORATION  
AND  
ALBERTO-CULVER USA, INC.**

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#### **4.18 Advertising Agencies.**

The Persons listed on Schedule 4.18(a) are the principal advertising agencies for the Business or for the Products since January 1, 2003, except those agencies engaged in connection with the development of websites related to the Business or the Products. The Persons listed on Schedule 4.18(b) are the principal agencies engaged as of the date hereof in connection with the development of websites related to the Business or the Products (together with the Persons listed on Schedule 4.18(a), the "Advertising Agencies").

#### 11.11 Governing Law.

- (a) The Transaction Documents will be governed by and construed in accordance with the Laws of the State of New York, whether common law or statutory, without reference to the choice of law provisions thereof (other than Section 5-1401 of the New York General Obligations Law).
- (b) With respect to any suit, action or proceeding relating to this Agreement or the other Transaction Documents (each, a "**Proceeding**"), each party hereto irrevocably (i) agrees and consents to be subject to the jurisdiction of the United States District Court for the Southern District of New York or any State court sitting in the borough of Manhattan in New York City, New York and (ii) waives any objection which it may have at any time to the laying of venue of any Proceeding brought in any such court, waives any claim that such Proceeding has been brought in an inconvenient forum and further waives the right to object, with respect to such Proceeding, that such court does not have any jurisdiction over such party.

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**SCHEDULE 4.18**  
**ADVERTISING AGENCIES**

**(a)** Leo Burnett Worldwide, Inc.

Devries Public Relations

Interbrand

**(b)** Bridge Worldwide